

EXHIBIT 5

Popular

Madrid, 28 September 2016

**RELEVANT FACT NOTIFICATION
TO THE
SPANISH NATIONAL SECURITIES MARKET COMMISSION (CNMV)**

Banco Popular Español, S.A. hereby reports that its Board of Directors, in the meeting held today, 28 September 2016, following a report from the Appointments, Governance and Corporate Responsibility Committee, has agreed the co-opted appointment of Jaime Ruiz Sacristán as member of the Board of Directors, as proprietary director, to cover the vacancy left by the resignation from the post of Board Member submitted by Antonio del Valle Ruiz.

Furthermore, the Board of Directors acknowledged the appointment of François Martin as new physical representative of the proprietary Director Banque Fédérative du Crédit Mutuel.

Francisco María Aparicio Valls

Director-Secretary of the Board of Directors



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